



CUSTOMER NOTICE

DECEMBER 22, 1994

C-#764

TO: ALL A.V.A. MASTER DISTRIBUTORS

AMERICAN TOBACCO ACQUISITION

We are pleased to announce that the acquisition of American Tobacco Company by B.A.T Industries has been completed.

Please be assured that your merchandising, marketing materials and programs will continue through the transition phase without interruption. All processes now in place for A.V.A. (i.e., product ordering, point-of-sale materials, ordering coupons, etc.) should continue through your current American A.V.A. channels. Any future slated changes will be communicated to you in a timely manner.

Our plans are to maintain your current A.V.A. program and elements through 1st Quarter 1995. We will then implement our announced B&W A.V.A. program.

We look forward to working with each member of the American Value Alliance. Brown & Williamson values the success of A.V.A. in the marketplace as well as you, the members of the program.

Sincerely,

Brown & Williamson Tobacco Corporation

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